

ORDINANCE NO. 198

AN ORDINANCE AMENDING HILL COUNTRY GALLERIA ZONING ORDINANCE NO. 05-03-08-A (ADOPTED ON MARCH 8, 2005), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 06-08-22-A (ADOPTED ON AUGUST 22, 2006), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 07-09-11 (ADOPTED ON AUGUST 11, 2007), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 56 (ADOPTED ON SEPTEMBER 14, 2010); AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 72 (ADOPTED ON FEBRUARY 22, 2011), AS SUBSEQUENTLY AMENDED BY ZONING ORDINANCE NO. 118 (ADOPTED ON AUGUST 14, 2012); AS SUBSEQUENTLY AMENDED BY ORDINANCE NO. 141 (ADOPTED ON MARCH 26, 2013); AMENDING THE CONCEPT PLAN IN ACCORDANCE WITH EXHIBIT "B" BUT ONLY AS TO THE SPECIFIC TRACTS REFERENCED HEREIN; AMENDING THE DEVELOPMENT STANDARDS CONTAINED IN EACH OF THE HEREIN REFERENCED ORDINANCES BUT ONLY AS TO THE PROPERTY DESCRIBED IN EXHIBIT "A", ATTACHED HERETO AND ONLY INsofar AS THE AMENDED DEVELOPMENT STANDARDS DESCRIBED IN EXHIBIT "C", ATTACHED HERETO, ARE INCONSISTENT WITH PRIOR DEVELOPMENT STANDARDS OR CURRENT ORDINANCES OF THE CITY; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Planning and Zoning Commission of the City of Bee Cave and the City Council of the City of Bee Cave, in compliance with the laws of the State of Texas, with reference to the granting of zoning classifications and changes, have given the requisite notices by publication and otherwise, and have held two hearings and afforded a full and fair hearing to all property owners generally and to all persons interested and situated in the affected area and in the vicinity thereof, and the City Council of the City of Bee Cave is of the opinion and finds that this zoning change should be granted and that Ordinance No. 05-03-08-A as subsequently amended by Ordinance No. 06-08-22-A, Ordinance No. 07-09-11, Ordinance No. 56, Ordinance No. 72, Ordinance No. 118 and Ordinance 141, all should be amended as applicable and as set forth herein; and

WHEREAS, the Galleria is a large multi use development located in Town Center zoning wherein density of development is offset with requirements that would not otherwise be applicable to commercial development located in other parts of the City;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BEE CAVE, TEXAS:

SECTION 1. Findings of Fact. All of the above premises are hereby found to be true and correct legislative and factual findings of the City and are hereby approved and incorporated into the body of this Ordinance as if copied in their entirety

SECTION 2. That Ordinance No. 05-03-08-A, as subsequently amended by Ordinance No. 06-08-22-A, Ordinance No. 07-09-11, Ordinance No. 56, Ordinance No. 72, Ordinance No. 118, Ordinance No. 141 be and the same are hereby amended by this Ordinance only as to the Property described in Exhibit "A", which is attached hereto and incorporated herein, so as to incorporate the Amended Development Standards attached hereto as Exhibit "C" to the prior Development Standards referenced in each of the previous ordinances.

SECTION 3. That all remaining terms, provisions and requirements of each of the herein described ordinances remain in full force and effect as to the Property described in Exhibit "A" except as same may be amended by this Ordinance. This Ordinance shall not be interpreted to amend previous Development Standards by implication, but shall only amend such previous Development Standards if such standards are expressly stated herein and in Exhibit "C", attached hereto. No development that is shown on the Concept Plan attached hereto as Exhibit "B" and which has not been previously approved by a prior ordinance or which is not expressly approved herein and referenced in Exhibit "C" with specific development standards related thereto is approved by this Ordinance. Approval of this Ordinance or of any attached Concept Plan does not constitute approval that the development may be constructed as shown. Such proposed development shall be required at site plan approval to demonstrate compliance with the development standards of this Ordinance, prior ordinances affecting the Property and city ordinances, to the extent not inconsistent with the express development standards described herein and in Exhibit "C", attached hereto.

SECTION 4. Concept Plan. That the Concept Plan for this Planned Development District which is attached as Exhibit "B" and made a part hereof for all purposes is hereby approved subject to the limitations set out in Section 3, for said Planned Development District as required by Chapter 32, of the Code of Ordinances of the City of Bee Cave, Texas. Any proposed use or development depicted on the Concept Plan shall not be deemed authorized or approved by the City of Bee Cave until a final site plan ("Site Plan") is approved for such use and/or development in accordance with the terms and conditions of Chapter 32 of the Code of Ordinances as same may be modified by the applicable Development Standards.

SECTION 5. Transfer of Impervious Cover. Any transfer of excess impervious cover or assignment of impervious cover to a particular lot or tract approved herein does not constitute approval of the use of that impervious cover for a particular use or purpose, or for use on a particular lot or tract within the Project unless the use or purpose has been expressly approved in this Ordinance, is depicted on the attached Concept Plan and the proposed development is described in the Development Standards attached to this Ordinance, or unless the use of the excess impervious cover has been expressly provided for in a prior ordinance effecting the Property or in an approved site plan. The use of excess impervious cover for development that has not previously been approved by the City is subject to approval by the City Council.

SECTION 6. That new pad sites approved in this Ordinance shall not have the effect of amending the Galleria Project referenced in the "Chapter 380 Economic Development Agreement between the Village of Bee Cave, Texas and HCG Master Ground Lease, LP" executed by the City on August 11, 2005 (the "380 Agreement"). In particular, sales tax created by virtue of development of new pad sites in the Concept Plan for Lot 22B, Block A, Lot 2B, Block A (if replatted as Lot 2C, Block A), and Lot 3, Block A, Amended final plat Hill Country

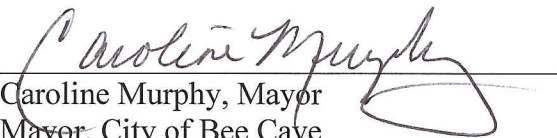
Galleria of Lots 1-3, 6-8 and 10-26, Block A, Lots 1-3, Block B and Lot 1, Block C shall not be counted or considered in determining the amount of sales tax rebates payable by the City to the Developer pursuant to the 380 Agreement.

SECTION 7. Amendment. That the City Zoning Ordinance and Map of the City of Bee Cave, Texas, be and the same are hereby amended so as to grant a change of zoning for the Property described herein.


SECTION 8. That should any sentence, paragraph, subdivision, clause, phrase or section of this ordinance be adjusted or held to be unconstitutional, illegal or invalid, the same shall not affect the validity of this ordinance as a whole or any party or provision thereof, other than the part so declared to be invalid, illegal or unconstitutional, and shall not affect the validity of Chapter 32, Zoning, of the City of Bee Cave Code of Ordinances and Map as a whole.

SECTION 9. That this ordinance shall take effect immediately from and after its passage and the publication as required by law.

PASSED by the City Council of the City of Bee Cave, Texas, on the 22nd day of April, 2014.

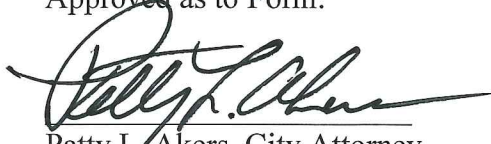

Caroline Murphy, Mayor
Mayor, City of Bee Cave

Attest:

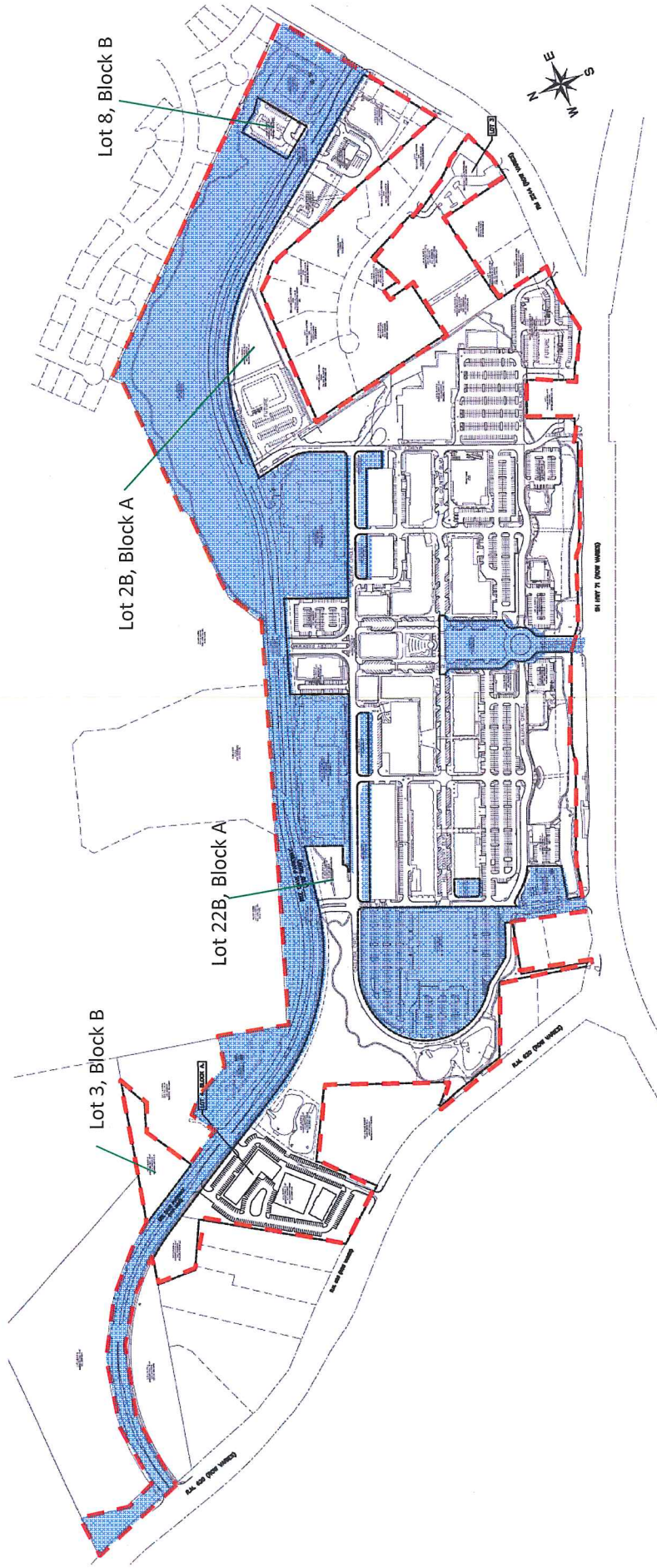

Kaylynn Holloway, City Secretary
City of Bee Cave, Texas

(seal)

Approved as to Form:


Patty L. Akers, City Attorney
City of Bee Cave

14-198 Exhibit A



-- Hill Country Galleria (HCG) Project Boundary

□ Properties within HCG Project subject to this amendment.

■ Properties within HCG Project not subject to amendment.

MARCH 2014 CONCEPT PLAN
HILL COUNTRY GALLERIA

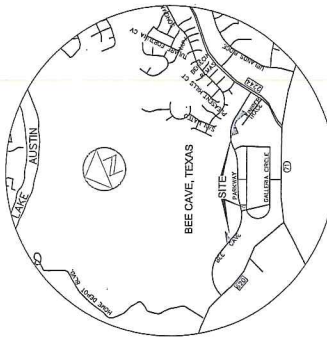
360 / PROFESSIONAL SERVICES, INC.

TEXAS REGISTRATION F4632
P.O. BOX 3639
CEDAR PARK, TEXAS 78613
PHONE (512) 354-4882

**W STATE HIGHWAY 71 AND
BEE CAVE PARKWAY
BEE CAVE, TEXAS**

MARCH 2014

C-01

[illegible][illegible]

VICINITY MAP
N.T.S.

MARCH 17, 2014

APPROVED BY:

DATE _____

CITY OF BEE CAVE

CITY OF BEE CAVE - CITY COUNCIL APPROVAL DATE

Scale: AS SHOWN
Designed by:
Drawn by:
Checked by:
Date: MARCH 2014
Project No.

OVERALL SITE
PLAN

CONCEPT PLAN MARCH 2014
HILL COUNTRY GALLERIA
BEE CAVE, TEXAS



360 / PROFESSIONAL
SERVICES, INC.
P.O. BOX 3839
CEDAR PARK, TEXAS 78613
PHONE (512) 554-4842
FAX (512) 554-7982
TEXAS REGISTRATION #4932

No.	Date	Revisions	App.

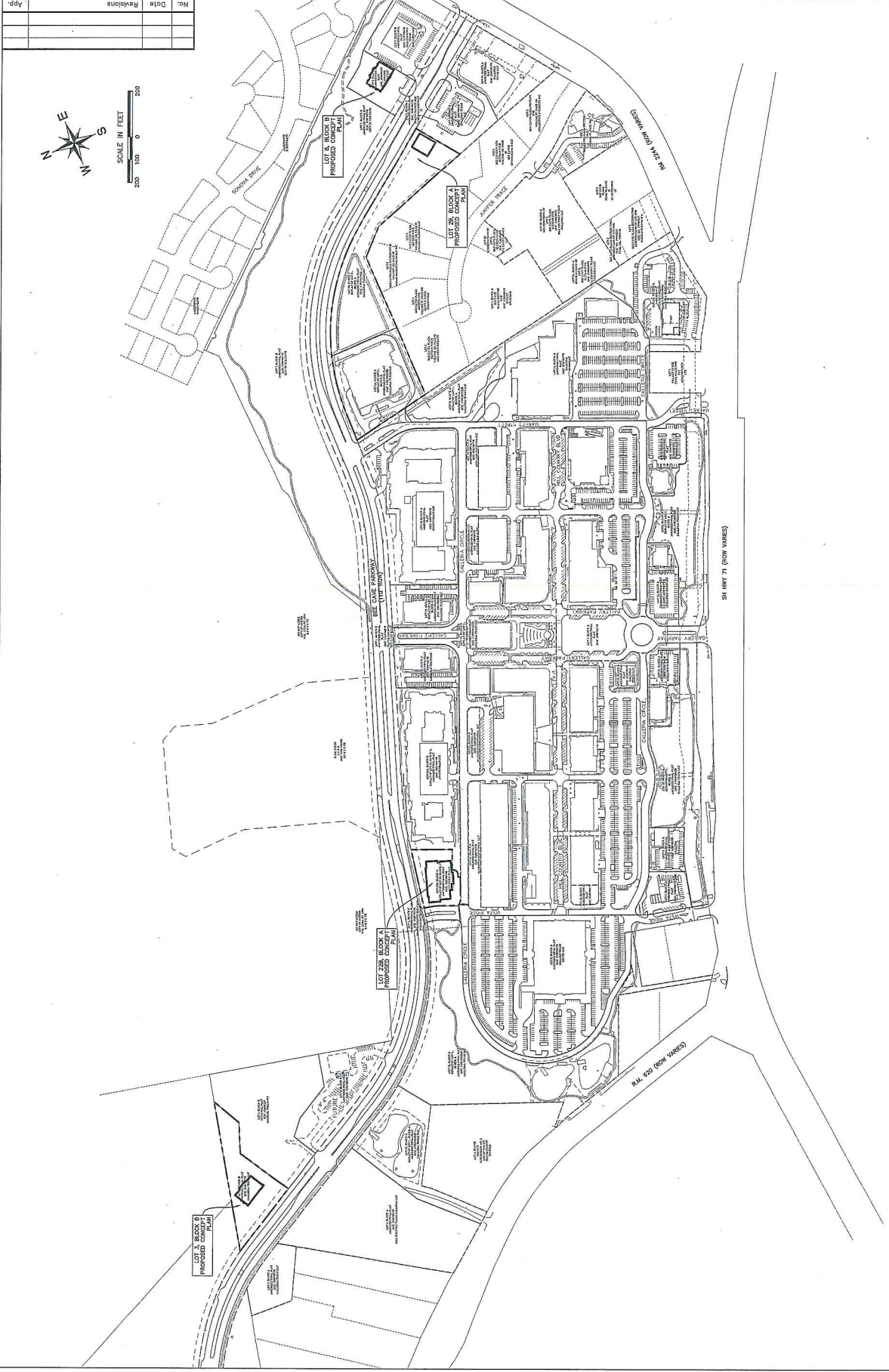
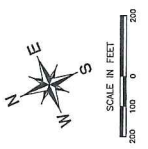


Exhibit C
**HILL COUNTRY GALLERIA
PLANNED DEVELOPMENT STANDARDS AS AMENDED BY
ORDINANCE NO. 198**

The following amended development standards shall be applicable to the Property described in Exhibit "A", which properties are already part of the Hill Country Galleria Planned Development District. To the extent that any of the following standards conflict with other City Ordinances, the following shall control. Except as otherwise described herein, all development activity undertaken on the Property, shall comply with the development standards for TC – Town Center Base Zoning District in effect on January 26, 2005 ("The Applicable Town Center Development Standards"), except as modified herein and as same may have been modified in previous Planned Development District Ordinances and amendments. Capitalized terms contained herein shall be defined as indicated in these Planned Development Standards, as reflected on the Concept Plan or as defined in the City of Bee Cave Code of Ordinances, depending upon context.

1. Lot 22B Block A- New Pad Site Bee Cave Parkway and Vista Ridge

(a) The use approved for Lot 22B is hereby changed from re-irrigation to office use. An office building is authorized at the location and in the configuration depicted in the Concept Plan and shall not exceed a foot print of 20,000 square feet from outside wall to outside wall. The building shall not exceed 60,000 total square feet. Building height shall be limited to 3 stories and 60 feet measured from finished grade to the top of roof and including any parapet or equipment. The bottom story shall be constructed with a majority of the first floor elevation below the surface elevation of Bee Cave Parkway so that the building will appear to be less than three stories above the Bee Cave Parkway.

(b) There shall be no minimum parking requirement for Lot 22B provided that Lot 22B is included in the Construction Operation and Reciprocal Easement Agreement ("COREA") applicable to all property located within the Galleria Project and provided that Lot 22B is authorized to utilize adequate parking in the parking garage located on Lot 1A, Block A immediately south of Lot 22B. A striped crosswalk from the parking garage across Galleria Circle to Lot 22B and a sidewalk as depicted in the Concept Plan on Lot 23, Block A shall be provided and constructed to provide pedestrian connection to the garage entrance. Impervious cover associated with construction of the side walk will be used from the available excess impervious cover available to the Project as a whole and shall not be counted against the Lot upon which the sidewalk is being constructed. The onsite parking area shown on the Concept Plan is approved without a landscape buffer or screening between Lot 22B and Lot 22A, Block A. Construction of the onsite parking area as depicted on the Concept Plan is contingent upon developer's demonstration of the right to construct a driveway entrance across Lot 22A Block A to the proposed parking area.

(c) Any building constructed on Lot 22B shall comply with the 25 foot building set back from Bee Cave Parkway. Below grade, stone-covered retaining and landscape walls

are authorized as depicted in the Concept Plan and may be constructed within the 25' setback. The walls shall not extend above grade of the Parkway and will not be visible from the Parkway. Direct vehicular access to Lot 22B from Bee Cave Parkway will be prohibited.

(d) The trails currently located on Lot 22B shall be relocated along the northern, eastern, and western boundaries as depicted in the Concept Plan. Developer shall stripe and maintain two crosswalks on Vista Ridge as depicted on the Concept Plan to provide access to Project trails across the street.

(e) Notwithstanding the development standards authorized in the preceding subsections, the authorization to construct an office building on Lot 22B according to the development standards described herein is expressly contingent on all of the following:

(1) The approval of a site plan by the City of Bee Cave.

(2) Determination that sufficient excess impervious cover is demonstrated to be available by transfer for construction of any improvements on Lot 22B. At site plan review the City will consider whether or not there is sufficient impervious cover available to construct any proposed improvements.

2. Lot 2B, Block A: New Pad Site on Bee Cave Parkway adjacent to BB&T Bank

(a) New uses of office, restaurant and retail in conjunction with the use of Lot 2B as a water quality pond and for conveyance of storm water are approved for the portion of Lot 2B depicted in the Concept Plan (this area may be replatted as Lot 2C, Block A). Use of Lot 2B for office, restaurant or retail use shall not impede the use of Lot 2 B for water quality and storm water conveyance purposes.

(b) An office, restaurant or retail building is authorized at the location and in the configuration depicted in the Concept Plan and shall not exceed a foot print of 12,000 square feet from outside wall to outside wall, The building shall be limited to 1 story and 25 feet in height measured from natural grade to the top of roof and including any parapet or equipment. No portion of the proposed building or other improvement shall encroach on any easement currently located on Lot 2B. Provided however, that parking or driveways may be authorized for placement over storm sewer lines but damage to such improvements caused by maintenance, repair or replacement of the storm water sewer lines shall be the responsibility of the owner of Lot 2B (or Lot 2C if replatted).

(c) Any building constructed on Lot 2B shall comply with the 25 foot building set back from Bee Cave Parkway. Stone-covered retaining and landscape walls may be constructed within the 25' setback if approved in conjunction with site plan approval. Access shall be provided to the lot through Lot 3, Block A and access to Bee Cave Parkway will be prohibited. Developer shall provide a joint access agreement or an easement in conjunction with site plan approval demonstrating that access to Lot 2B from Lot 3, Block A is authorized.

(d) There shall be no minimum parking requirement for Lot 2B provided that Lot 2B is able to obtain a perpetual shared parking agreement or an easement for parking space

with the adjoining owner of Lot 3 sufficient to accommodate the parking needs for the applicable office or retail use together with onsite parking. Proof of the easement or shared parking agreement shall be provided in conjunction with the site plan application. The onsite parking area shown on the Concept Plan is not approved as part of this Ordinance. Actual parking requirements shall be determined and approved in conjunction with site plan approval. Developer shall to the extent practical locate parking so that as many trees as possible are preserved on the site. Parking areas shall be constructed with landscape buffers, screening and other setbacks as provided by Development Standards applicable to the Project. Except however, landscape buffers and setbacks shall not be required on the property line adjacent to Lot 3 if a shared parking agreement or easement as described in this section is obtained and onsite parking is thereby minimized.

(e) Notwithstanding the development standards authorized in the preceding subsections, the authorization to construct an office, restaurant or retail building on Lot 2B according to the development standards described herein is expressly contingent on all of the following:

(1) The approval of a site plan by the City of Bee Cave.

(2) Determination that sufficient excess impervious cover is demonstrated to be available by transfer for construction of any improvements on Lot 2B. At site plan review the City will consider whether or not there is sufficient impervious cover available to construct any proposed improvements.

(3) That proposed building and uses will not adversely affect the use of Lot 2B for water quality and storm water conveyance purposes.

3. Lot 3, Block B: New Pad Site North of Bee Cave Parkway

(a) The use approved for Lot 3, Block B is hereby changed from open space to office, restaurant or retail use. An office, restaurant or retail building is authorized at the location and in the configuration depicted in the Concept Plan and shall not exceed a foot print of 20,000 square feet from outside wall to outside wall. Building height shall be limited to 1 story and 25 feet measured from natural grade to the top of roof and including any parapet or equipment.

(b) Any building constructed on Lot 3, Block B shall comply with the 25 foot building set back from Bee Cave Parkway. Stone-covered retaining and landscape walls may be authorized if approved in conjunction with site plan approval within the 25' setback. Lot 3 shall be entitled to a curb cut onto Bee Cave Parkway for a right in and right out turn lane only. No median cut shall be allowed.

(c) On-site parking will be approved in conjunction with site plan approval and any parking area depicted on the Concept Plan for Lot 3, Block B is not approved by this Ordinance. Parking requirements shall be determined in accordance with applicable City ordinances depending upon the use of the building. However, the City may approve a lesser parking requirement, if based on all factors of the development, the actual use of the property reasonably justifies a lesser numerical requirement and does not pose a foreseeable hazard or danger to the public. Developer shall to the extent practical locate

parking so that as many trees as possible are preserved on the site. Parking areas shall be constructed with landscape buffers, screening and other setbacks as provided by Development Standards applicable to the Project.

(d) Notwithstanding the development standards authorized in the preceding subsections, the authorization to construct an office, restaurant, or retail building on Lot 3, Block B according to the development standards described herein is expressly contingent on all of the following:

(1) The approval of a site plan by the City of Bee Cave.

(2) Determination that sufficient excess impervious cover is demonstrated to be available by transfer for construction of any improvements on Lot 3, Block B. At site plan review the City will consider whether or not there is sufficient impervious cover available to construct any proposed improvements.

(e) A nonexclusive 10 foot pedestrian easement shall be provided and dedicated to the City along the front lot line along Bee Cave Parkway, upon request by the City, for the purpose of trail construction for hike and/or bike purposes.

4. Lot 8, Block B: Previously approved Pad Site

(a) The pad site and development standards associated with Lot 8, Block B has been approved by prior ordinances. Such development standards remain applicable to development of this lot except as stated herein. Uses authorized for this pad site include office, retail and restaurant uses. The foot print of any office, retail or restaurant building constructed on the Lot 8, shall not exceed one story and 10,000 square feet from outside wall to outside wall.

(b) Any office, retail or restaurant building constructed on Lot 8, Block B shall comply with the 25 foot building set back from Bee Cave Parkway. Stone-covered retaining and landscape walls may be constructed within the 25' setback if approved in conjunction with site plan approval. Lot 8, Block B shall be entitled to and shall utilize the existing curb and median cut onto Bee Cave Parkway.

(c) On-site parking will be approved in conjunction with site plan approval and the parking area depicted on the Concept Plan for Lot 8, Block B is not approved by this Ordinance. Parking requirements shall be determined in accordance with applicable City ordinances depending upon the use of the building. However, the City may approve a lesser parking requirement, if based on all factors of the development, the actual use of the property reasonably justifies a lesser numerical requirement and does not pose a foreseeable hazard or danger to the public or if the developer is able to secure a joint parking agreement with the adjoining landowner or provide evidence of the right to jointly use adjoining parking. Developer shall to the extent practical locate parking so that as many trees as possible are preserved on the site. Parking areas shall be constructed with landscape buffers, screening and other setbacks as provided by Development Standards applicable to the Project.

(d) Notwithstanding the development standards authorized in the preceding subsections, the authorization to construct a office, restaurant or retail building on Lot 8

Block B, according to the development standards described herein is expressly contingent on all of the following:

- (1) The approval of a site plan by the City of Bee Cave.
 - (2) Determination that sufficient excess impervious cover is demonstrated to be available by transfer for construction of any improvements on Lot 8 Block B over what was previously approved for the Lot. At site plan review the City will consider whether or not there is sufficient impervious cover available to construct any proposed improvements.
- (e) A 10 foot nonexclusive pedestrian easement shall be provided and dedicated to the City along the front property line on Bee Cave Parkway for hike and/or bike purposes.

5. Impervious Cover and Non-Point Source Pollution Control Standards for Water Quality Controls

- (a) All previous transfers of impervious cover from or to HCG Lot 1, Block A and approved in prior ordinances are hereby clarified to reference HCG Lot 1B, Block A.

6. Amended Development Standards Applicable to the project as a whole.

The existing Development Standards as amended are further amended as follows:

- (a) The owner of the Property described herein shall have the right to move easements applicable to the Property and previously dedicated by plat or by separate instrument, if allowed by state law and the modification, removal or movement of such easements does not require a replat.
- (b) The Hill Country Galleria may hold festivals and other events without the need of a special events permit provided however that the City Manager or his designee must approve any fireworks display, closure of public streets, events that are conducted outside of the amphitheater that will not be completed by 10 pm, or events that will be conducted over a three-day consecutive period.
- (c) The square footage associated with new pad sites created by this Ordinance shall not count toward the 1,600,000 square foot limitation on total heated and air conditioned square footage for all buildings applicable to the Project as a whole. To the extent that retail uses are developed on the new pad sites approved herein for Lot 22B, Lot 2B, and Lot 3 such retail use shall not count toward the 650,000 square footage limitation on total heated and air conditioned square footage for all retail buildings applicable to the Project as a whole.